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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                             |   |                         |
|-----------------------------|---|-------------------------|
| -----                       | X |                         |
|                             | : |                         |
|                             | : |                         |
| In re                       | : | Chapter 11              |
|                             | : |                         |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
|                             | : |                         |
| Debtors.                    | : | (Jointly Administered)  |
|                             | : |                         |
| -----                       | X |                         |

JOINT STIPULATION AND AGREED ORDER REDUCING  
AND SETTING THE MAXIMUM LIABILITY OF  
PROOF OF CLAIM NUMBER 11640  
(VICTORY PACKAGING LP)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Victory Packaging LP ("Victory") respectfully submit this Joint Stipulation And Agreed Order Reducing And Setting the Maximum Liability Of Proof Of Claim Number 11640 (Victory Packaging LP) and agree and state as follows:

WHEREAS, on October 8, 2005 ("Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Victory filed proof of claim number 11640 against Delphi, which asserts an unsecured non-priority claim in the amount of \$9,549,522.82 and a priority claim in the amount of \$658,509.45 (collectively, the "Claim") stemming from goods sold and an alleged breach of contract.

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, Victory timely filed the Response Of Victory Packaging LP To

Debtors' Twentieth Omnibus Objection To Claims, in response to the Twentieth Omnibus  
Claims Objection

WHEREAS, Victory and the Debtors have agreed to reduce and set the maximum  
liability of the Claim at \$6,183,936.00.

WHEREAS, Victory and the Debtors acknowledge that they are continuing to  
negotiate the amount in which the Claim may ultimately be allowed.

THEREFORE, the Debtors and Victory stipulate and agree as follows:

1. In no event shall the Claim be allowed in an amount exceeding  
\$6,183,936.00.
2. Nothing contained herein shall constitute, nor shall it be deemed to  
constitute, the allowance of any claim asserted against any of the Debtors.

So Ordered in New York, New York, this 10th day of October, 2007

**/s/Robert D. Drain**

Honorable Robert D. Drain  
United States Bankruptcy Judge

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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